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January 30, 2004

**VIA MESSENGER**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, D.C. 20054

**RECEIVED**

**JAN 30 2004**

**FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY**

**Re: WC Docket 04-18  
Amendment to Application of C&W USA, Inc., Debtor-in-Possession  
("C&W USA") and SAVVIS Asset Holdings, Inc. for Transfer of Control of  
Certain Domestic 214 Assets**

Dear Ms. Dortch:

Pursuant to FCC rule section 1.744, 47 C.F.R. § 1.744 (2002), and on behalf of C&W USA, Inc., Debtor-in-Possession ("C&W USA") and SAVVIS Asset Holdings, Inc. ("SAVVIS"), this letter amends the above-referenced application ("Application"). The purpose of the amendment is to correct an oversight in the Application and report the ownership interests of Welsh, Carson, Anderson & Stowe ("Welsh Carson"), a 55% indirect interest holder in SAVVIS.

Welsh Carson holds a 55% ownership interest in Valor Telecommunications, LLC ("Valor"), a rural provider of communications services in Texas, New Mexico, Arkansas and Oklahoma, a 56% ownership interest in ITC<sup>1/</sup> Deltacom, a competitive local exchange carrier in the southeastern United States<sup>1/</sup>, and a 52% ownership interest in Centennial Communications Corporation, a wireless services provider in the United States and an integrated communications services provider in the Caribbean.

This Application also is amended to delete the language on page 2, which states that Applicants are entitled to presumptive streamlined treatment under section 63.03(b) because "SAVVIS is not itself a telecommunications provider." Through attribution of Welsh Carson's

<sup>1/</sup> In October 2003, ITC<sup>1/</sup> Deltacom merged with BTI Telecom Corp.

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other telecommunications interests, SAVVIS is considered a telecommunications provider, and SAVVIS is deemed a dominant domestic carrier in certain geographic markets in Texas, Oklahoma, New Mexico, and Arkansas by virtue of Welsh Carson's ownership stake in Valor

The Application nevertheless qualifies for presumptive streamlined treatment under section 63.03(b) because the proposed transaction would result in SAVVIS having a market share in the interstate, interexchange market of substantially less than 10 percent; SAVVIS (or its affiliates) would provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Application; and C&W USA is a non-dominant carrier in the domestic marketplace and provides no regulated telecommunications services within the geographic area where Valor is dominant. 47 C.F.R. § 63.03(b)(2)(i) <sup>2</sup>

Accordingly, the Applicants respectfully renew their request for streamlined treatment. As explained in the Application, C&W USA currently is in bankruptcy, and a prompt closing of the transaction is essential to preserve the assets and protect both C&W USA's creditors as well as its existing customers. In light of these exigent circumstances, the asset purchase agreement, which was approved by the Bankruptcy Court, and the Court's Sale Order, anticipate a final closing on or before March 5, 2004. Failure to obtain regulatory approvals and consummate the transaction by this date provide the seller with termination rights and, thus, could undermine the sale, which in turn, would harm consumers, creditors, and the public interest.

Please contact the undersigned if you have any questions about this Amendment or the Application.

Sincerely,



Sara F. Leibman

cc via email William Dever  
Julie Veach  
Dennis Johnson  
Tracey Wilson-Parker

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<sup>2</sup> See Domestic 214 Application Filed for Acquisition of Assets of Genuity Telecom Inc. by Level 3 Communications, LLC, Streamlined Pleading Cycle Established, WC Docket No. 02-385, Public Notice, DA 02-3538 (rel. Dec. 20, 2002) (providing streamlined treatment for application in which transferee had dominant affiliate, but seller did not provide any common carrier telecommunications services within the affiliate's service area).